

Report of the Supervisory Board

(in accordance with section 171(2) of the AktG)

Ladies and gentlemen,

In fiscal year 2023, the work of the Supervisory Board of Volkswagen AG and its committees focused on the Volkswagen Group's strategic alignment, with the spotlight on the China strategy and the transformation. The Supervisory Board regularly deliberated on the Company's position and development in the reporting year. We supervised and supported the Board of Management in its running of the business and advised it on issues relating to the management of the Company, and particularly on sustainability issues, in accordance with our duties under the law, the Articles of Association and the rules of procedure. The Supervisory Board was directly involved in all decisions of fundamental importance to the Group. Additionally, we discussed strategic considerations with the Board of Management at regular intervals.

The Board of Management complied with its disclosure obligations, which are set out in the information policy adopted by the Supervisory Board. The Board of Management provided us with information regularly, promptly and comprehensively both in writing and orally, particularly on all matters of relevance to the Company relating to its strategy, business development and the Company's planning and position. This also included the risk situation and risk management. In this respect, the Board of Management also informed the Supervisory Board of further improvements to the internal control system and the risk and compliance management system. In addition, the Supervisory Board received information about compliance and other topical issues from the Board of Management on an ongoing basis. We received the documents relevant to our decisions in good time for our meetings. At regular intervals, we also received a detailed report from the Board of Management on the current business position and the forecast for the current year. Any deviations in performance from the plans and targets previously drawn up were explained in detail by the Board of Management, either in person or in writing. Together with the Board of Management we analyzed the reasons for the deviations and determined corresponding countermeasures. In addition, the Board of Management continued to report on the situation related to the Russia-Ukraine conflict and discussed corresponding action with the Supervisory Board.

Furthermore, the Chair of the Supervisory Board consulted with the Chair of the Board of Management at regular intervals between meetings to discuss important current issues. These included the Group's strategy and planning, its business development, and the risk situation and risk management, including integrity and compliance issues in the Volkswagen Group. The Chair of the Supervisory Board regularly discussed Supervisory Board-specific topics with investors and, in consultation with the Board of Management, also non-Supervisory Board-specific topics. One of the focuses of debate was corporate governance and ESG issues. The Chair of the Supervisory Board informed the Supervisory Board of such discussions after they had taken place.

The Supervisory Board held a total of eight meetings in fiscal year 2023. Six of the meetings were held face to face and two as video or conference calls. The attendance rate (calculated for all meetings held during the fiscal year and for all Supervisory Board members in office) was 92%. Supervisory Board members who did not attend a meeting for reasons other than a possible conflict of interests were able to engage with the meeting topics using

the preparatory documents and could participate in the resolutions by means of a written vote. Particularly urgent matters were decided in writing or using electronic means of communication.

COMMITTEE ACTIVITIES

In order to discharge the duties entrusted to it, the Supervisory Board has established four committees: the Executive Committee, the Nomination Committee, the Mediation Committee established in accordance with section 27(3) of the *Mitbestimmungsgesetz* (MitbestG – German Codetermination Act) and the Audit Committee. The Executive Committee is comprised of four shareholder representatives and four employee representatives. The shareholder representatives on the Executive Committee make up the Nomination Committee. The Mediation Committee is comprised of two shareholder representatives and two employee representatives, while the Audit Committee is comprised of three shareholder representatives and three employee representatives. The members of these committees as of December 31, 2023 are stated in the Group Corporate Governance Declaration.

The Executive Committee met 12 times in the reporting year. Five of the meetings were held face to face and seven as video or conference calls. The Executive Committee meticulously prepared the resolutions of the Supervisory Board, discussed the composition of the Board of Management and took decisions on matters such as contractual issues concerning the Board of Management other than remuneration, and on consent to ancillary activities by members of the Board of Management. The Executive Committee also exercised the function of a Remuneration Committee and prepared the Supervisory Board's decisions on matters relating to Board of Management remuneration.

The Nomination Committee is responsible for proposing suitable candidates for the Supervisory Board to recommend for election to the Annual General Meeting. In doing so, it takes into account the targets set by the Supervisory Board for its composition, and the diversity concept for the composition of the Supervisory Board, and strives to fill the profile of skills and expertise prepared for the full Board. The Nomination Committee also particularly makes sure that there are no gaps in the skills and expertise of the full Board (Skill Gaps Assessment). The Nomination Committee held one meeting face to face in 2023 and, taking the aforementioned requirements into account, proposed candidates for the Supervisory Board to recommend to the Annual General Meeting for election.

The Mediation Committee established in accordance with section 27(3) of the MitbestG did not need to convene in the reporting year.

The Audit Committee held four meetings in fiscal year 2023. Three of the meetings were held face to face and one meeting was held as a video or conference call. The focus was on the annual and consolidated financial statements, the Risk Management System including the appropriateness and effectiveness of the Internal Control System and the Internal Audit System, and the work performed by the Company's Compliance organization. In addition, the Audit Committee concerned itself with the Volkswagen Group's quarterly reports and the half-yearly financial report, as well as with current issues, the supervision of financial reporting and the financial reporting process, and the examination thereof by the auditors. The Audit Committee regularly evaluates the quality of the audit. In consultation with the auditors, it discussed the assessment of audit risk, the audit strategy and audit planning and the results of the audit.

Furthermore, the shareholder and employee representatives generally met for separate preliminary discussions before each of the Supervisory Board meetings.

In connection with their seat on the Supervisory Board, members of the Supervisory Board receive support from the Company upon induction as well as with respect to education and training; the Company particularly supports the organization of seminars and bears the costs thereof. In the reporting year, the Supervisory Board members received training on the raw materials situation and on battery cell production, for instance. What is more, Volkswagen AG gives the members of the Supervisory Board the opportunity to become more familiar with the Group's products and with market developments. Here, Volkswagen AG offers the members of the Supervisory Board in-house product and innovation presentations, for example, and encourages attendance at trade fairs. Supervisory Board members appointed for the first time are also provided with a detailed introduction to topics that apply specifically to the Supervisory Board of Volkswagen AG (onboarding).



Hans Dieter Pötsch

TOPICS DISCUSSED BY THE SUPERVISORY BOARD

The first Supervisory Board meeting in the reporting year took place on February 10, 2023. At this meeting, we discussed matters related to the Board of Management and remuneration and consulted with the Board of Management in particular on the e-mobility strategy in China and the supply situation. We also looked at the current status of the Volkswagen Group's investment and financial planning.

The next meeting of the Supervisory Board took place on March 3, 2023. Following a detailed examination, we approved the consolidated financial statements and the annual financial statements of Volkswagen AG for fiscal year 2022 prepared by the Board of Management. We examined the combined management report, the combined separate nonfinancial report for 2022 and the precautionary Report by the Board of Management on Relationships of Volkswagen AG with Affiliated Companies (dependent company report) in accordance with section 312 of the *Aktiengesetz* (AktG – German Stock Corporation Act). The other items on the agenda included the issue of the audit engagement for the 2023 annual and consolidated financial statements as well as other accounting documents, an amendment of the remuneration system for the members of the Board of Management, the restructuring of sections of the Financial Services Division of the Volkswagen Group, especially for the establishment of TRATON Financial Services AB, the choice of location for a battery cell factory in North America and the production strategy for all-electric models in the United States.

On May 9, 2023, the Supervisory Board held a meeting that, alongside the composition of the Board of Management of Volkswagen AG, focused on the raw materials situation and preparations for the 63th Annual General Meeting of Volkswagen AG. Further topics that we discussed with the Board of Management included business development in the first quarter of 2023, developments in the Chinese market and the repositioning of CARIAD SE.

Along with the concept for the Capital Markets Day, the Supervisory Board meeting on June 13, 2023 concentrated primarily on strategic considerations for the Chinese market. In addition, we discussed with the Board of Management the current status of the Volkswagen Group's investment and financial planning and Volkswagen AG's energy strategy.

The Supervisory Board meeting on June 29, 2023 focused on the composition of the Board of Management of Volkswagen AG. At this meeting, we resolved to appoint Mr. Gernot Döllner as a member of the Board of Management of Volkswagen AG with effect from September 1, 2023 to succeed Mr. Markus Duesmann, who left the Company by mutual agreement, and also agreed that Mr. Döllner would additionally assume the role of Chair of the Board of Management of AUDI AG.

The meeting of the Supervisory Board on July 26, 2023 focused on the e-mobility strategy in China.

On September 29, 2023, the Supervisory Board met to discuss in particular the composition of the Board of Management, the supply of raw materials to Volkswagen AG and the portfolio strategy of the Commercial Vehicles Business Area.

One of the topics we discussed with the Board of Management at the Supervisory Board meeting on November 17, 2023 was the current status of the Volkswagen Group's investment and financial planning and the Commercial Vehicles portfolio strategy. Together with the Board of Management, we issued the annual declaration of conformity with the German Corporate Governance Code (the Code).

In the reporting year, we voted in writing on, among other things, a further amendment of the remuneration system for the members of the Board of Management, the proposal to change the remuneration provisions for the members of the Supervisory Board submitted to the Annual General Meeting, approval of the choice of location for a battery cell factory in North America and the composition of Supervisory Board committees.

The following table shows the number of meetings of the full Board and the committees as well as the individual participation of the members of the Supervisory Board in 2023:

	Meetings of the full Supervisory Board	Meetings of the Committees
Hans Dieter Pötsch	8 out of 8	13 out of 13
Jörg Hofmann	8 out of 8	11 out of 12
Dr. Hessa Sultan Al Jaber	7 out of 8	-
Mansoor Ebrahim Al-Mahmoud	6 out of 8	4 out of 4
Harald Buck	8 out of 8	-
Matias Carnero Sojo	7 out of 8	-
Daniela Cavallo	8 out of 8	15 out of 16
Julia Willie Hamburg	6 out of 8	-
Marianne Heiß	8 out of 8	4 out of 4
Dr. Arno Homburg	7 out of 8	-
Günther J. Horvath (since February 28, 2023)	6 out of 7	-
Simone Mahler (until May 31, 2023)	3 out of 3	-
Peter Mosch	8 out of 8	12 out of 12
Daniela Nowak	8 out of 8	-
Dr. Hans Michel Piëch	7 out of 8	10 out of 13
Dr. Ferdinand Oliver Porsche	8 out of 8	4 out of 4
Dr. Wolfgang Porsche	6 out of 8	12 out of 13
Jens Rothe (until March 3, 2023)	2 out of 2	4 out of 4
Gerardo Scarpino (since April 21, 2023)	6 out of 6	10 out of 10
Karina Schnur (since July 11, 2023)	3 out of 3	-
Conny Schönhardt	8 out of 8	4 out of 4
Stephan Weil	7 out of 8	11 out of 13

CONFLICTS OF INTEREST

No conflicts of interest were reported or were discernible in the reporting year.

CORPORATE GOVERNANCE AND DECLARATION OF CONFORMITY

Among the topics addressed at the Supervisory Board meeting on November 17, 2023 was the implementation of the recommendations and suggestions of the Code in the Volkswagen Group. We discussed the Code's requirements in detail and issued the annual declaration of conformity with the recommendations of the Code in accordance with section 161 of the AktG together with the Board of Management.

The joint declarations of conformity by the Board of Management and the Supervisory Board are permanently available at www.volkswagen-group.com/declaration. Additional information on the implementation of the recommendations and suggestions of the Code can be found in the Group Corporate Governance Declaration.

The Audit Committee agreed on a suitable procedure with the Board of Management for ongoing monitoring of the Volkswagen Group's related-party transactions. In some cases, related-party transactions are subject to a requirement for the Supervisory Board to provide consent and a disclosure obligation. The procedure for ongoing monitoring of related-party transactions and the approach taken by the Supervisory Board are described in detail in the Group Corporate Governance Declaration. In the reporting year, there were no cases in which a requirement to provide consent and a disclosure obligation arose based on the rules for related-party transactions.

COMPOSITION OF THE SUPERVISORY BOARD AND BOARD OF MANAGEMENT

Mr. Jens Rothe, Chair of the General Works Council of Volkswagen Sachsen GmbH, resigned from the Supervisory Board of Volkswagen AG with effect from March 3, 2023. Jens Rothe had held a seat on the Supervisory Board as an employee representative since October 22, 2021. Mr. Gerardo Scarpino, Executive Director of the Volkswagen Group Works Council, was appointed by the court as his successor with effect from April 21, 2023.

The terms of office of Ms. Marianne Hei and Mr. Wolfgang Porsche on the Supervisory Board of Volkswagen AG ended with effect from the close of the Annual General Meeting of Volkswagen AG on May 10, 2023, as did the term of office of Mr. Gnther Horvath, which was limited by court appointment. The Annual General Meeting elected Ms. Marianne Hei, Mr. Wolfgang Porsche and Mr. Gnther Horvath for another full term of office.

Ms. Simone Mahler, Chair of the joint Works Council of Volkswagen Financial Services AG and Volkswagen Bank GmbH, resigned from the Supervisory Board of Volkswagen AG with effect from May 31, 2023. Simone Mahler had held a seat on the Supervisory Board as an employee representative since May 12, 2022. Ms. Karina Schnur, Chair of the General and Group Works Councils of MAN Truck & Bus SE, was appointed by the court as her successor with effect from July 11, 2023.

Effective from December 31, 2023, Mr. Peter Mosch, Chair of the General Works Council of AUDI AG, resigned from the Supervisory Board of Volkswagen AG. Mr. Mosch had held a seat on the Supervisory Board as an employee representative since January 18, 2006. Ms. Rita Beck, Deputy Chair of the General Works Council of AUDI AG, was appointed by the court as his successor with effect from January 9, 2024.

Effective from September 1, 2023, the Supervisory Board appointed Mr. Gernot Dllner as a member of the Board of Management of Volkswagen AG. Mr. Dllner took over the Progressive brand group (formerly: Premium) Board function, succeeding Markus Duesmann, who stepped down from the Board of Management by mutual agreement with effect from the close of August 31, 2023.

Our sincere thanks go out to all of the departing members of the Supervisory Board and the Board of Management for their work.

AUDIT OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS

In line with our proposal, the Annual General Meeting of Volkswagen AG on May 10, 2023 elected *EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft* (EY) as auditors and Group auditors for fiscal year 2023. The auditors confirmed the annual financial statements of Volkswagen AG, the consolidated financial statements of the Volkswagen Group and the combined management report by issuing unqualified audit reports in each case. The Audit Committee had also agreed with the auditor that the auditor would inform the Audit Committee if, while conducting the audit, matters were identified that constituted an inaccuracy in the Declaration on the Code submitted by the Board of Management and Supervisory Board. The auditor did not inform the Audit Committee of any such matters.

The Supervisory Board also commissioned EY to conduct an external audit of the content of the combined separate nonfinancial report for 2023.

In addition, the auditors analyzed the risk early warning and monitoring system that is integrated into the Risk Management System, concluding that the Board of Management had taken the measures required by section 91(2) of the AktG to ensure early detection of any risks endangering the continued existence of the Company. The Report on Relationships of Volkswagen AG with Affiliated Companies as per section 312 of the AktG (dependent company report) submitted by the Board of Management for the period from January 1 to December 31, 2023 was also audited by the auditors, who issued the following opinion: "In our opinion and in accordance with our statutory audit, we certify that the factual disclosures provided in the report are correct and that the Company's consideration concerning legal transactions referred to in the report was not unduly high."

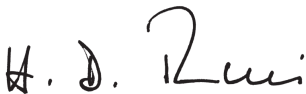
The members of the Audit Committee and the members of the Supervisory Board were provided with the documentation relating to the annual and consolidated financial statements, including the dependent company report, the documentation relating to the combined management report, and also the audit reports prepared by the auditors and the report from EY on the external audit of the content of the combined separate nonfinancial report for 2023 in good time for their meetings on February 29, 2024 and March 1, 2024, respectively. The auditors reported extensively at both meetings on the material findings of their audit and were available to provide additional information. The Chair of the Audit Committee was also in close contact with the auditors, including between the meetings and during the preparation of the Audit Committee meetings, about the progress of the audit, and reported to the Audit Committee on this. The Audit Committee and the auditor also consult regularly without the Board of Management.

Taking into consideration the audit reports and the discussion with the auditors, and based on its own conclusions, the Audit Committee prepared the documents for the Supervisory Board's examination of the consolidated financial statements, the annual financial statements of Volkswagen AG, the combined management report, the dependent company report and the combined separate nonfinancial report for 2023, and reported on these at the Supervisory Board meeting on March 1, 2024. Following this, the Audit Committee recommended that the Supervisory Board approve the annual and consolidated financial statements. We examined the documents in depth in the knowledge and on the basis of the report by the Audit Committee and the audit report, as well as in talks and discussions with the auditors. We came to the conclusion that the documents were drawn up in accordance with generally accepted accounting principles and that the assessment of the position of the Company and the Group presented by the Board of Management in the combined management report corresponds to the assessment by the Supervisory Board.

We therefore concurred with the auditors' findings and approved the annual financial statements and the consolidated financial statements prepared by the Board of Management at our meeting on March 1, 2024, which the auditors also attended for the agenda items relating to the annual and consolidated financial statements, the dependent company report and the combined management report. The annual financial statements are thus adopted. Upon completion of our examination of the dependent company report, there are no objections to be raised to the concluding declaration by the Board of Management in the dependent company report. We reviewed the proposal on the appropriation of net profit submitted by the Board of Management, taking into account in particular the interests of the Company and its shareholders, and endorsed the proposal. EY conducted an external limited assurance review of the content of the combined separate nonfinancial report for 2023 and issued an unqualified report. At our meeting on March 1, 2024, EY also took part in the discussions on the agenda items relating to the combined separate nonfinancial report for 2023. Upon completion of its own independent examination of the combined separate nonfinancial report for 2023, the Supervisory Board did not have any objections. We also resolved that, together with the Board of Management, we would prepare the remuneration report for fiscal year 2023. The Executive Committee prepared the resolution of the Supervisory Board concerning the preparation of the remuneration report. As well as reviewing whether the remuneration report contained all the disclosures required by law, EY went beyond statutory requirements to audit its content and issued an unqualified report.

We would like to offer our warm thanks and particular appreciation to the Board of Management, the Works Council, the management teams and all the employees of Volkswagen AG and its affiliated companies for their work in the reporting year. 2023 was another year full of challenges to overcome, some of which were substantial. With hard work and a high level of personal commitment, they all contributed significantly to making 2023 a positive fiscal year for the Volkswagen Group.

Wolfsburg, March 1, 2024



Hans Dieter Pötsch
Chair of the Supervisory Board